

RECORDATION NO. 16020-13 Filed & Recorded

JAN 27 1969 -1 35 PM

INTERSTATE COMMERCE COMMISSION  
SUPPLEMENTAL AGREEMENT

DATED AS OF JANUARY 22, 1969

AMENDING

RAILROAD EQUIPMENT LEASE

DATED AS OF DECEMBER 2, 1968

AND

SUPPLEMENTAL AGREEMENT

DATED AS OF JANUARY 10, 1969

BETWEEN

BETHLEHEM STEEL CORPORATION,  
Lessor

AND

TRAILER TRAIN COMPANY,  
Lessee

RECEIVED  
JAN 27 1 34 PM '69  
I.C.C.  
FEE OPERATION BR.

THIS SUPPLEMENTAL AGREEMENT dated January 22, 1969, between Bethlehem Steel Corporation, a corporation organized under the laws of the State of Delaware (hereinafter sometimes called the "Lessor"), and TRAILER TRAIN COMPANY, a corporation organized under the laws of Delaware with an office at 1819 Kennedy Boulevard, Philadelphia, Pennsylvania (hereinafter sometimes called the "Lessee").

WITNESSETH:

WHEREAS, by Railroad Equipment Lease dated December 2, 1968 (hereinafter called the "Lease"), Lessor leased to Lessee the railroad flat cars therein set forth:

WHEREAS, the Lessee has requested the Lessor to supplement the Lease to include thereunder additional railroad flat cars:

NOW, THEREFORE, the parties hereto in consideration of the premises, and each intending to be legally bound hereby, do hereby agree as follows:

1. The Lease is hereby supplemented by the inclusion of the following railroad flat cars under its terms and conditions;

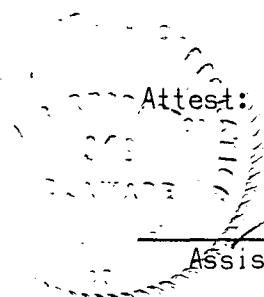
(75) 89' 4" "Standard" flat cars with components, to be numbered 156431 to 156505, both inclusive, shall be purchased at \$16,415.00, each.

2. The Lease, as supplemented by this Agreement, shall continue in full force and effect.

3. Lessee will, at its expense, upon execution and delivery of this agreement, cause the same to be duly filed and recorded with Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act, as amended, and wherever else required in order to publish notice of and to protect the title of Lessor to the Cars.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their behalf and sealed with their respective seals as of the date first above written.

Attest:

  
G. L. Frankfield  
Assistant Secretary

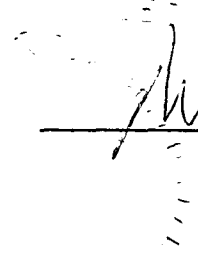
SEAL

BETHLEHEM STEEL CORPORATION

By:

A. M. Red  
VICE PRESIDENT

Attest:

  
H. H. Davies  
Secretary

SEAL

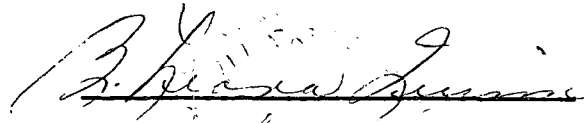
TRAILER TRAIN COMPANY

By:

John Sumner  
COMPTROLLER

COMMONWEALTH OF PENNSYLVANIA (   
 ( ss.   
 COUNTY OF NORTHAMPTON (

On this 24<sup>th</sup> day of January, 1969, before me personally  
appeared A. M. REED, to me personally known, who, being by me  
duly sworn, says that he is a VICE PRESIDENT  
of Bethlehem Steel Corporation, that the seal affixed to the foregoing in-  
strument is the corporate seal of said corporation, that said instrument was  
signed and sealed on behalf of said corporation by authority of its Board of  
Directors and he acknowledged that the execution of the foregoing instrument  
was the free act and deed of said corporation.



My Commission Expires  
March 24, 1971  
City of Bethlehem  
Northampton County

COMMONWEALTH OF PENNSYLVANIA    )  
  )  
COUNTY OF PHILADELPHIA         )    ss.

On this 22 day of January, 1969, before me personally appeared, J. A. Brennan, Jr., to me personally known, who being by me duly sworn, says that he is COMPTROLLER of Trailer Train Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alexander F. Hunter  
ALEXANDER F. HUNTER  
NOTARY PUBLIC  
PHILADELPHIA  
PHILADELPHIA COUNTY, PA  
MY COMMISSION EXPIRES FEB. 10, 1971

CERTIFICATE OF ACCEPTANCE  
UNDER RAILROAD EQUIPMENT LEASE

TO: BETHLEHEM STEEL CORPORATION

I, a duly appointed inspector and authorized representative of Trailer Train Company (hereinafter called the "Lessee"), for the purpose of the Railroad Equipment Lease dated December 2, 1968, amended January 10, 1969 and January 22, 1969, between you, as Manufacturer and the Lessee, do hereby certify that I have inspected, received, approved and accepted delivery on behalf of the Lessee under said Railroad Equipment Lease of the following units of railroad equipment:

Type of Cars:

Place Accepted: Johnstown, Pennsylvania

Date Accepted:

Number of Units:

Numbered:

I do further certify that the foregoing cars are in good order and condition and conform to the specifications applicable thereto, and to all applicable Interstate Commerce Commission requirements and specifications and to all standards of the Association of American Railroads. The execution of this certificate will in no way relieve the Manufacturer of its duty or decrease its responsibility (1) to produce and deliver the railroad equipment indicated above in accordance with the terms of the purchase agreement and (2) in respect of its warranty in the Lease of Railroad Equipment, be of good workmanship, constructed with quality materials, and be free of defects.

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Inspector and Authorized  
Representative of  
TRAILER TRAIN COMPANY

SPECIAL CERTIFICATE

TO: TRAILER TRAIN COMPANY

I, a duly appointed inspector and authorized representative of Trailer Train Company (hereinafter called the "Company"), do hereby certify that I have inspected the following described flat cars at the time and place of their acceptance on behalf of the Company under the terms of the Railroad Equipment Lease dated December 2, 1968, amended January 10, 1969 and January 22, 1969, between BETHLEHEM STEEL CORPORATION and the Company:

Type of Cars:

Number of Units:

Place Accepted: Johnstown, Pennsylvania

Date Accepted:

Numbered:

I do further certify that there was plainly, distinctly, permanently and conspicuously marked by stencilling on each side of each unit at the time of its acceptance, in letters not less than one inch in height, the following legend:

"MANUFACTURERS HANOVER TRUST COMPANY,  
NEW YORK, NEW YORK, TRUSTEE, OWNER"

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Inspector and Authorized  
Representative of  
TRAILER TRAIN COMPANY

8261

NOTICE OF ASSIGNMENT

This is to advise that, effective April 1, 1976,  
12:01 a.m., the Financing Agreement described below has  
been assigned to the Consolidated Rail Corporation by the  
Trustees of: Penn Central Transportation Company  
Six Penn Center Plaza  
Philadelphia, PA 19104

The Financing Agreement is a Lease Agreement  
, dated 11/1/68  
bearing the ICC recordation number 6018  
The payee's name and address is:

New England Merchants Financial Corporation  
28 State St.  
Boston, Mass. 02106

This Notice of Assignment has been placed in the  
file of the ICC recordation number listed above and the entire  
assignment is contained in the ICC recordation file stamped  
in the margin of this assignment. A copy hereof will be  
promptly mailed to the payee listed above for distribution  
to the beneficial holder(s) of the Financing Agreement described  
in this Notice of Assignment.

Consolidated Rail Corporation